

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

<b>MONIQUE DA SILVA MOORE,</b>	)	
<b>MARYELLEN O'DONOHUE, LAURIE</b>	)	
<b>MAYERS, HEATHER PIERCE, and</b>	)	
<b>KATHERINE WILKINSON on behalf of</b>	)	
<b>themselves and all others similarly-situated,</b>	)	
	)	<b>Civ. No.: 11-cv-1279 (ALC) (AJP)</b>
<b>Plaintiffs,</b>	)	
	)	
<b>v.</b>	)	
	)	
<b>PUBLICIS GROUPE SA and MSL GROUP,</b>	)	
	)	
<b>Defendants.</b>	)	

**DEFENDANT PUBLICIS GROUPE SA'S  
MEMORANDUM IN OPPOSITION TO PLAINTIFFS' MOTION FOR  
CONDITIONAL CERTIFICATION AND AUTHORIZATION OF NOTICE**

Defendant Publicis Groupe SA (“Publicis”) hereby submits this memorandum in opposition to Plaintiffs’ Motion for Conditional Certification and Authorization of Notice.

Publicis maintains that the Court lacks personal jurisdiction over it and previously sought permission to file a motion to dismiss Plaintiffs’ Complaint pursuant to Federal Rule of Civil Procedure 12(b)(2). (*See* Sept. 21, 2011 Letter to J. Sullivan, attached hereto as Exhibit 1).

Although Judge Sullivan was “highly skeptical of Plaintiffs’ arguments—which would seem to make all corporate parents liable for the acts of their subsidiaries—” he, nevertheless, ordered “limited discovery” on the issue of personal jurisdiction. [Dkt. 41]. That discovery remains ongoing; once complete, Publicis will file a dispositive motion based upon the lack of personal jurisdiction on or before June 18, 2012. [Dkt. 109]. Until that motion is decided, it is improper for an order on Plaintiffs’ Motion for Conditional Certification and Authorization of Notice to be entered against Publicis. *See Ruhrgas AG v. Marathon Oil Co.*, 526 U.S. 574, 584 (1999) (“Personal jurisdiction, too, is an essential element of the jurisdiction of a district . . . court, without which the court is powerless to proceed to an adjudication.”) (internal quotations omitted); *Mones v. Commercial Bank of Kuwait, S.A.K.*, 204 Fed. App’x 988 (2d Cir. 2006) (holding that “the district court erred in failing to determine whether it had valid personal jurisdiction [] before proceeding to the merits”).

Subject to and without waiving its position regarding personal jurisdiction, Publicis joins the opposition submitted by MSLGroup Americas, Inc. (“MSL”) and opposes Plaintiffs’ Motion for Conditional Certification and Authorization of Notice as it relates to Publicis on all of the grounds set forth in MSL’s opposition.

Accordingly, Publicis Groupe SA respectfully requests that the Court deny Plaintiffs’ Motion for Conditional Certification and Authorization of Notice.

Dated: March 19, 2012

Respectfully Submitted,

s/ Paul C. Evans

Paul C. Evans

Morgan, Lewis & Bockius LLP

1701 Market Street

Philadelphia, PA 19103

Tel: (215) 963-5000

Fax: (215) 963-5001

E-Mail: pevans@morganlewis.com

*Attorney for Defendant Publicis Groupe SA*

**CERTIFICATE OF SERVICE**

I hereby certify that on this 19th day of March, 2012, I caused to be served a true and correct copy of Defendant Publicis Groupe SA's Memorandum in Opposition to Plaintiffs' Motion for Conditional Certification and Authorization of Notice via the Court's electronic filing system on:

Jeremy Heisler  
Steven L. Wittels  
Deepika Bains  
Siham Nurhussein  
SANFORD WITTELS & HEISLER, LLP  
1350 Avenue of the Americas, 31st Floor  
New York, NY 10019

David W. Sanford  
SANFORD WITTELS & HEISLER, LLP  
1666 Connecticut Avenue, N.W.  
Suite 310  
Washington, DC 20009

Janette Wipper  
SANFORD WITTELS & HEISLER, LLP  
555 Montgomery Street, Suite 820  
San Francisco, CA 94111

Jeffrey W. Brecher  
JACKSON LEWIS LLP  
58 South Service Road  
Melville, NY 11747

Victoria Woodin Chavey  
JACKSON LEWIS LLP  
90 State House Square, 8th Floor  
Hartford, CT 06103

Brett Michael Anders  
JACKSON LEWIS LLP  
220 Headquarters Plaza, East Tower, 7th Floor  
Morristown, NJ 07960

s/ Paul C. Evans  
Paul C. Evans